

J. Thomas Beckett, USB #5587  
Brian M. Rothschild, USB #15316  
**PARSONS BEHLE & LATIMER**  
201 South Main Street, Suite 1800  
Salt Lake City, Utah 84111  
Telephone: 801.532.1234  
Facsimile: 801.536.6111  
TBeckett@parsonsbehle.com  
BRothschild@parsonsbehle.com  
ecf@parsonsbehle.com

*Attorneys for Marion Energy Inc*

---

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

---

In re:

MARION ENERGY INC

Debtor,

Case No. 14-31632

Chapter 11

The Honorable Joel T. Marker

---

**THIRD AND FINAL APPLICATION OF PARSONS  
BEHLE & LATIMER, COUNSEL TO THE DEBTOR, FOR  
ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES**

**(June 1, 2015 – August 24, 2015)**

---

Parsons Behle & Latimer (“Parsons Behle”), counsel to Marion Energy Inc, debtor and debtor in possession (the “Debtor”) in the above-captioned chapter 11 case, pursuant to sections 327, 330, and 331 of title of the United States Code (the “Bankruptcy Code”), Rules 2002(c)(3) and 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and the Guidelines for Applications for Compensation and Reimbursement of Expenses promulgated by the Office of the United States Trustee (the “U.S. Trustee Guidelines”), hereby files its Third and Final Fee Application (this “Application”) seeking entry of an order, substantially in the form

attached as Exhibit A hereto, allowing and awarding on a final basis compensation for services rendered to the Debtor (i) for fees earned in the amount of \$41,477.50 and (ii) reimbursement for expenses incurred in the amount of \$373.85, all for the period between June 1, 2015, and August 24, 2015 (the “Compensation Period”), and respectfully states as follows:

### **JURISDICTION**

The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328(a), 330, and 331 of the Bankruptcy Code. This Application is a core proceeding pursuant to 28 U.S.C. § 157.

### **I. BACKGROUND**

The Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), on October 31, 2014 (the “Chapter 11 Case”).

No trustee or examiner has been appointed in the Chapter 11 Case. The Debtor continued to manage its assets and operate its business as debtor and debtor in possession under sections 1107 and 1108 of the Bankruptcy Code until June 1, 2015, when the Debtor sold its assets. Thereafter, the Debtor continued in possession of its estate.

The Bankruptcy Court approved the Debtor’s retention of Parsons Behle as its counsel on December 2, 2014. (Dkt # 58.)

A detailed description of the Debtor, its business, and certain of the facts and circumstances leading up to the Debtor’s chapter 11 case, are set forth in the “Declaration of Jeffrey Clarke in Support of First Day Motions,” which was filed in this case on October 31, 2014. (Dkt. # 3)

Additional facts and circumstances regarding the progress of the Chapter 11 case are set forth in the “Stipulation Regarding DIP Financing, Sale Process, and Related Engagements of

Estate Professionals” (dkt. # 78; the “Stipulation”), which was filed in this case by the Debtor and Castl lake, L.P. and TCS II Funding Solutions, LLC (together, “TCS”) on December 24, 2014, and the Joint Stipulated Notice of Credit Bid Purchase and Sale Transaction (dkt. #160), which was filed in this case on June 1, 2015.

## **II. PRIOR APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT**

Parsons Behle is filing its third and final application for compensation and reimbursement. It has previously filed its first and second applications for two different periods together for compensation and reimbursement in this Chapter 11 Case.

Parsons Behle’s first and second applications were approved by this Court on September 15, 2015. (Dkt. ## 167 & 168.)

## **III. THE STIPULATION AND AGREEMENT WITH CASTLELAKE REGARDING CASTLELAKE’S REMAINING OBLIGATION TO PAY FEES AND EXPENSES**

Pursuant to the Stipulation, Castl lake agreed to pay some but not all of Parsons Behle’s fees and expenses. Since then, Castl lake has paid some but not all of Parsons Behle’s fees and expenses pursuant to the Stipulation.

Parsons Behle and Castl lake have agreed to the following calculation of the amounts remaining to be paid by Castl lake and, upon approval by the Court, Castl lake will pay Parsons Behle for the remaining outstanding balance as follows:

<b>Non-Compensable Work</b>	<b>Amounts</b>
Pre-petition retainer	101,738.67
Fees 10/31/2014 through 12/31/2014	(293,930.50)
Less Environmental/Regulatory/Leases 10/31/2014 through 12/31/2014	8,482.00
Expenses 10/31/2014 through 12/31/2014	(10,323.37)
Deficiency (which will remain unpaid)	(\$194,033.20)

  

<b>Compensable Work</b>	<b>Amounts</b>
Environmental/Regulatory/Leases 10/31/2014 through 12/31/2014	(8,482.00)
Fees 1/1/2015 through 8/31/2015	(192,080.50)
Expenses 1/1/2015 through 8/31/2015	(5,235.45)

Total Compensable Amount Owed	(\$205,797.95)
<b>Payments</b>	<b>Amounts</b>
Wire 3/25/2015	31,418.58
Wire 4/7/2015	47,848.75
Wire 4/7/2015	23,584.75
Wire 6/23/2015	41,477.19
Wire 6/23/2015	45,424.48
Total Payments	\$189,753.75
Total Compensable Amount Owed (brought down from table 2, above)	(\$205,797.95)
<b>Deficiency (Amount Due from Castlelake)</b>	<b>(\$16,044.20)</b>

Upon approval of this Application by the Court, Castlelake and the Debtor will pay the \$16,044.22 using (a) whatever funds remain in the DIP Account after payment and reconciliation of the DIP Account; and (b) its own funds.

**IV. ACCOUNT: 17042.031**

The Parsons Behle's time and expenses relating to the Debtor's bankruptcy case, environmental, and permitting matters were charged to account 17042.031. The following detail of tasks performed includes time and expenses charged to this account.

**V. PARSONS BEHLE'S PRESENT APPLICATION: FEES**

Parsons Behle provides herewith detail describing the tasks performed, and the time required to perform those tasks at Exhibit B.

The following professional employees of Parsons Behle have performed services on behalf of the Debtor during the Compensation Period:

**SUMMARY BY TIMEKEEPER**

NAME (INITIALS)	TITLE	RATE	HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$475	36.15	17,171.25
Michael J. Malmquist (MJM)	Shareholder	\$385	10.75	4,138.75
Shane D. Hillman (SDH)	Shareholder	\$305	22.40	6,832.00
Brian M. Rothschild (BMR)	Associate	\$265	34.10	9,036.00
Marianne J. Dabel (MD)	Paralegal	\$160	6.60	1,056.00
Melinda L. Peiffer (MP)	Paralegal	\$115	28.20	3,243.00
<b>Totals</b>			<b>138.20</b>	<b>\$41,477.50</b>

Parsons Behle categorized its professionals' time based on the issue or task on which the professional spent time was expended, as explained in more detail below. These categories, sorted by the fees charged for each category, appear as follows:

**SUMMARY BY TASK CODE<sup>1</sup>**

<b>Task Code</b>	<b>ISSUE/HEARING</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>	<b>BLENDED HOURLY RATE</b>	<b>% (FEES)</b>
1	Asset Analysis and Recovery	--	--	--	--
2	Asset Disposition	59.90	24,067.00	401.79	58%
3	Assumption and Rejection of Leases and Contracts	--	--	--	--
4	Avoidance Action Analysis	--	--	--	--
5	Budgeting (Case)	--	--	--	--
6	Business Operations	12.50	4,572.50	365.80	11%
7	Case Administration	4.20	1,245.00	289.44	3%
8	Claims Administration and Objections	--	--	--	--
9	Corporate Governance and Board Matters	--	--	--	--
10	Employee Benefits and Pensions	--	--	--	--
11	Employment and Fee Applications	58.20	10,692.00	183.71	25.8%
12	Employment and Fee Application Objections	--	--	--	--
13	Financing and Cash Collateral	--	--	--	--
14	Litigation	--	--	--	--
15	Meetings and Communications with Creditors	--	--	--	--
16	Non-Working Travel	--	--	--	--
17	Plan and Disclosure Statement	--	--	--	--
18	Real Estate	--	--	--	--
19	Relief From Stay and Adequate Protection	--	--	--	--
20	Reporting	2.20	583.00	265.00	1.4%
21	Tax	--	--	--	--
22	Valuation	--	--	--	--
	<b>Totals</b>	<b>138.20</b>	<b>\$41,477.50</b>	<b>\$300.12</b>	<b>100%</b>

Descriptions of the professional services in each of the following categories in which Parsons Behle performed services are as follows:

<sup>1</sup> Parsons Behle uses the task code conventions recommended by the U.S. Trustee Guidelines, but did not perform services in all task code categories during the Compensation Period. Categories in which no services were performed during the Compensation Period are marked with "--".

**A. Task Code 2 - Asset Disposition**

This category captures time expended marketing, negotiating, and preparing documentation for the sale of the Debtor's assets. During the Compensation Period, Parsons Behle's professionals spent time (a) advising the Debtor with regard to the procedure and timetable outlined in the Stipulation regarding the marketing and sale of the Debtor's assets; (b) negotiating the terms of the asset sale; and (c) preparing a sale motion in anticipation of a potential sale to TCS.

Parsons Behle's professionals performed services during the Compensation Period in this category as follows:

NAME (INITIALS)	TITLE	RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$475	36.15	17,171.25
Michael J. Malmquist (MJM)	Shareholder	\$385	1.25	481.25
Shane D. Hillman (SDH)	Shareholder	\$305	11.30	3,446.50
Brian M. Rothschild (BMR)	Associate	\$265	11.20	2,968.00
<b>TOTAL HOURS &amp; FEES</b>			<b>59.90</b>	<b>\$24,067.00</b>
<b>BLENDED HOURLY RATE</b>				<b>\$412.81</b>

**B. Task Code 6 – Business Operations**

This category captures time expended addressing the Debtor's operation of its business as a debtor in possession. During the Compensation Period, Parsons Behle's professionals spent time (a) advising the Debtor regarding conducting business while a debtor in possession; (b) advising the debtor regarding compliance with environmental laws and other regulations; (c) advising the Debtor regarding retention and payment of employees; and (d) advising the Debtor regarding its performance of obligations under its Contracts.

Parsons Behle's professionals performed services during the Compensation Period in this category as follows:

VI. <u>NAME (INITIALS)</u>	TITLE	RATE	TOTAL HOURS	TOTAL FEES
Michael J. Malmquist (MJM)	Shareholder	\$385	9.50	3,657.50
Brian M. Rothschild (BMR)	Associate	\$265	3.00	915.00
<b>TOTAL HOURS &amp; FEES</b>			<b>12.50</b>	<b>\$4,572.50</b>
<b>BLENDED HOURLY RATE</b>				<b>\$365.80</b>

**C. Task Code 7 - Case Administration**

This category captures time expended addressing the Debtor's compliance with its responsibilities as a debtor in possession and administration of the Chapter 11 Case. During the Compensation Period, Parsons Behle's professionals spent time (a) advising the Debtor regarding necessary filings during the initial stages of the case; (b) complying with the U.S. Trustee Guidelines, including guidelines regarding disclosures, payments, employees, and debtor-in-possession accounts; (c) attending status conferences and other hearings; and (d) analyzing and providing guidance to the Debtor regarding the payment of utilities, employment, and corporate governance.

Parsons Behle's professionals performed services during the Compensation Period in this category as follows:

NAME (INITIALS)	TITLE	RATE	TOTAL HOURS	TOTAL FEES
Shane D. Hillman (SDH)	Shareholder	\$305	3.30	1,006.50
Brian M. Rothschild (BMR)	Associate	\$265	2.10	556.50
<b>TOTAL HOURS &amp; FEES</b>			<b>5.40</b>	<b>\$1,563.00</b>
<b>BLENDED HOURLY RATE</b>				<b>\$289.44</b>

**D. Task Code 11 - Employment and Fee Applications**

This category captures time expended working on issues related to the retention of estate professionals, including Rocky Mountain Advisory, LLC, Riveria-Ensley Advisors, Traton Engineering, and Parsons Behle (the "Estate Professionals"). During the Compensation Period, Parsons Behle's professionals spent time (a) preparing and filing retention applications for Estate Professionals, reviewing time entries and expense reimbursement requests, (b) preparing and

engagement agreements for the Estate Professionals; (c) attending hearings on applications to employ the Estate Professionals; (d) supervising or managing the Estate Professionals to prevent overlap and redundancy of work or responsibilities, and (e) working with the U.S. Trustee to conform the Estate Professionals' retentions to the U.S. Trustee Guidelines and making disclosures required by the U.S. Trustee Guidelines or the Bankruptcy Code. Attorneys and paraprofessionals employed by Parsons Behle try to limit the time they spend on monthly statements and fee applications while at the same time assuring that Parsons Behle's bills are complete, accurate, and informative.

Parsons Behle's professionals performed services during the Compensation Period in this category as follows:

NAME (INITIALS)	TITLE	RATE	TOTAL HOURS	TOTAL FEES
Shane D. Hillman (SDH)	Shareholder	\$305	4.80	1,464.00
Brian M. Rothschild (BMR)	Associate	\$265	18.60	4,929.00
Marianne J. Dabel (MD)	Paralegal	\$160	6.60	1,056.00
Melinda L. Peiffer (MP)	Paralegal	\$115	28.20	3,243.00
<b>TOTAL HOURS &amp; FEES</b>			<b>58.20</b>	<b>\$10,692.00</b>
<b>BLENDED HOURLY RATE</b>				<b>\$183.71</b>

#### **E. Task Code 20 - Reporting**

This category captures time expended complying with the disclosure requirements applicable to the debtors in possession in chapter 11 under the Bankruptcy Code, the Bankruptcy Rules, and the U.S. Trustee Guidelines. During the Compensation Period, one Parsons Behle professional spent time (a) preparing and filing the Debtor's monthly operating reports; (b) gathering information for and preparing, and filing the Debtor's statement of financial affairs, schedules, and other 14-day disclosures; and (c) gathering insurance, financial, and other information in response to the requests for information from the U.S. Trustee.



During the Compensation Period, one Parsons Behle professional performed services in this category as follows:

NAME (INITIALS)	TITLE	RATE	TOTAL HOURS	TOTAL FEES
Brian M. Rothschild (BMR)	Associate	\$265	2.20	583.00
<b>TOTAL HOURS &amp; FEES</b>			<b>2.20</b>	<b>\$583.00</b>
<b>BLENDED HOURLY RATE</b>				<b>\$265.00</b>

**PARSONS BEHLE'S PRESENT APPLICATION: EXPENSES.**

During the Compensation Period, Parsons Behle incurred actual and necessary expenses in the total amount of \$373.85 in connection with its professional services rendered to the Debtor. A detailed report showing each expense is attached as Exhibit C.

**OPINIONS, CERTIFICATIONS, AND DISCLOSURES.**

All services performed and expenses incurred for which compensation or reimbursement is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtor and not for the benefit of any other person or entity.

In the opinion of the undersigned, all such services actually benefited the Debtor's estate.

In the opinion of the undersigned, Parsons Behle's fees earned and expenses incurred in the Compensation Period are fair and reasonable in light of the services rendered and the price for similar services in this market.

Parsons Behle has not shared or agreed to share compensation or reimbursement awarded in this case with any other person except as among the members and employees of Parsons Behle.

Parsons Behle has not made any agreements with the Debtor or others for compensation or reimbursement that have not been disclosed to the Court.

To the best knowledge of the undersigned, all quarterly fees have been paid by the Debtor to the U. S. Trustee and all monthly operating reports have been filed for the Compensation Period.

Attorneys at Parsons Behle & Latimer have, when warranted, inquired of all attorneys employed by Parsons Behle with respect to those matters initially disclosed to the Court in the Application pursuant to Rule of Bankruptcy Procedure 2014 and have determined, after reviewing the results of that inquiry, that no further disclosure is warranted at this time.

**INVOICES AND PAYMENTS.**

As provided in the Order approving Parsons Behle's retention [dkt # 58], Parsons Behle was authorized to invoice the Debtor, and the Debtor was permitted to pay 80 percent of Parsons Behle's fees and 100 percent of Parsons Behle's expenses, and, upon approval of its fee applications, the Debtor is authorized to pay 100 percent of unpaid fees and expenses. The Stipulation provided similarly, except with Castllake making such payments.

As of the October 31, 2014 Petition Date, Parsons Behle had a retainer on account for the Debtor of \$101,738.67. Parsons Behle submitted invoices to the Debtor and received payments from the Debtor's trust account or from the Debtor or Castllake as follows:

<b>TYPE</b>	<b>BILLING NO.: 17042.030 TIME COVERED</b>	<b>DATE</b>	<b>FEES</b>	<b>EXPENSES</b>	<b>PAYMENTS</b>	<b>RUNNING TOTAL</b>
<b>BILL</b>	Oct. 29, 2014 <sup>2</sup> – Dec. 17, 2014	4/6/2015	258,654.25	10,254.76	--	268,909.01
<b>PAY</b>	(From prepetition retainer)	4/7/2015			(101,738.67)	167,170.34
<b>PAY</b>	(Wire)	4/7/2015			(42,848.75)	124,321.59
<b>PAY</b>	(Wire)	4/7/2015			(23,584.75)	100,736.84
<b>BILL</b>	Dec. 18, 2014 – Jan. 31, 2015	4/6/2015	65,675.00	1,006.59	--	167,418.43
<b>GRAND TOTAL:</b>			<b>\$324,329.25</b>	<b>\$11,261.35</b>	<b>\$(168,172.17)</b>	<b>\$167,418.43</b>

<b>TYPE</b>	<b>BILLING NO.: 17042.031 TIME COVERED</b>	<b>DATE</b>	<b>FEES</b>	<b>EXPENSES</b>	<b>PAYMENTS</b>	<b>RUNNING TOTAL</b>
<b>BILL</b>	Feb. 1, 2015 – Feb. 28, 2015	3/19/2015	31,287.75	130.83	--	31,418.58
<b>PAY</b>	(Wire)	3/25/2015			(31,418.58)	--
<b>BILL</b>	Mar. 1, 2015 – Mar. 31, 2015	4/21/2015	41,409.25	67.94	--	41,477.19

<sup>2</sup> This invoice included three billing entries in the total amount of \$1,080.00 that were for services performed before the Petition Date to prepare first-day motions, but which were not billed until a later invoice. Parsons Behle submits that Parsons Behle's prepetition retainer would cause this to be a secured claim, and, therefore, Parsons Behle would have been paid in full for this claim in any event, and therefore submitted it with the April 6 invoice for payment.

<b>PAY</b>	(Wire)	6/23/2015			(41,477.19)	--
<b>BILL</b>	Apr. 1, 2015 – Apr. 30, 2015	5/28/2015	42,558.75	2,865.73	--	45,424.48
<b>PAY</b>	(Wire)	6/23/2015			(45,424.48)	--
<b>BILL</b>	May 1, 2015 – May 31, 2015	6/15/2015	30,598.50	786.28	--	31,384.78
<b>PAY</b>	(Wire)	7/13/2015			(31,384.78)	--
<b>BILL</b>	Jun. 1, 2015 – Jun. 30, 2015	7/23/2015	5,029.50	65.25		5,094.75
<b>GRAND TOTAL:</b>			<b>\$150,883.75</b>	<b>\$3,916.03</b>	<b>\$(149,705.03)</b>	<b>\$5,094.75</b>

Parsons Behle is filing its Third and Final Application covering the period of time during and after June, 2015.

### **NOTICE**

No trustee, examiner, or creditors' committee has been appointed in the Debtor's chapter 11 case. The Debtor will provide 21 days' notice of this Application to (a) the Office of the United States Trustee for the District of Utah, Attn: John Morgan; (b) counsel for the Debtor's prepetition secured lender, TCS, (c) the twenty largest unsecured creditors; (d) all ECF notice parties, and (e) all creditors listed on the Debtors' schedules or who filed a proof of claim.

**WHEREFORE**, Parsons Behle prays:

1. That compensation and reimbursement be awarded to Parsons Behle in the total amount of \$41,851.35 comprised of \$41,477.50 for professional services rendered and \$373.85 for expenses incurred during the Compensation Period;

1. That such amounts be allowed as priority administrative expenses of the estate pursuant to 11 U.S.C. § 503(b)(2) and 507(a)(1);

2. That the Debtor be authorized and directed, pursuant to 11 U.S.C. §§ 330 and 331, to pay such amounts from the estate as have not yet been paid under the order authorizing the employment and retention of Parsons Behle;

3. That Castl lake be authorized and ordered to pay the agreed current deficiency in Parsons Behle's fees (\$16,044.22) with such funds coming first, from the exhaustion of the Debtor's DIP Account and, second, from Castlake; and

4. For such other and further relief as is just and reasonable in the circumstances.

DATED this 13th day of November, 2015.

PARSONS BEHLE & LATIMER

/s/ J. Thomas Beckett

J. THOMAS BECKETT

PARSONS BEHLE & LATIMER

Counsel to the Debtor

Marion Energy Inc

**DECLARATION**

I, J. Thomas Beckett, of and for Parsons Behle & Latimer, do hereby declare under penalty of perjury that the statements contained herein are true and correct to the best of my knowledge, information and belief.

Salt Lake City, Utah

Dated November 13, 2015

/s/ J. Thomas Beckett

J. Thomas Beckett

PARSONS BEHLE & LATIMER

Counsel to the Debtor

Marion Energy Inc

**Exhibit A**

**Proposed Order**

---

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

---

In re:

MARION ENERGY INC

Debtor,

Case No. 14-31632

Chapter 11

The Honorable Joel T. Marker

---

**ORDER APPROVING THIRD AND FINAL APPLICATION OF  
PARSONS BEHLE & LATIMER, COUNSEL TO THE DEBTOR,  
FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES**

---

Parsons Behle & Latimer (“Parsons Behle”), counsel to the above-captioned debtor and debtor in possession (the “Debtor”), having filed its third and final application (the “Application”) pursuant to sections 330 and 331 of title of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”); the Application having been properly noticed; no opposition having been filed; the Court having considered the pleadings and papers on file herein; and good cause appearing,

**IT IS HEREBY ORDERED** that:

1. The Application is hereby **APPROVED**;
2. Parsons Behle’s fees in the amount of \$41,477.50 and reimbursement for expenses incurred in the amount of \$373.25 are hereby **ALLOWED** on a final basis; and

3. Castlake is authorized and required pursuant to the terms of the Stipulation and the agreement reflected herein to pay Parsons Behle & Latimer \$16,044.20, which represents the difference between the total amount of compensable fees and expenses allowed and the payments heretofore paid by Castlake and the Debtor, with such funds coming first, from the exhaustion of the Debtor's DIP Account and, second, from Castlake.

**[END OF DOCUMENT]**

**Exhibit B**

**Time Entry Detail**



WORK DATES: 06/01/15 TO 08/24/15 TIMECARD DETAIL

TASK	DATE	TMKP	DESCRIPTION	HOURS	AMOUNT
			REVIEW AND REVISE PROPOSED SALE ORDER (2.3), AND MARKUPS OF DOCUMENTS (2.5).	4.8	2,280.00
2	5/1/2015	0557-BECKETT J. THOMAS			
2	5/4/2015	0557-BECKETT J. THOMAS	CHECK DOCKET AND REPORT TO DOUG REGARDING PROPOSED ORDER.	0.35	166.25
2	5/5/2015	0557-BECKETT J. THOMAS	REVIEW, REVISE AND UPLOAD ORDERS.	0.55	261.25
			TELEPHONE CONFERENCE WITH DAVID LEVANT REGARDING PROPOSED ORDER AND ALTERNATIVE STRUCTURE.	0.6	285.00
2	5/6/2015	0557-BECKETT J. THOMAS			
2	5/7/2015	0557-BECKETT J. THOMAS	UPDATES FOR AND FROM DOUG.	0.55	261.25
			TELEPHONE CONFERENCE WITH DAVID LEVANT REGARDING PLAN AND ATTENDANT ISSUES (.5); REPORT SAME TO DOUG (.5); ANSWER QUESTIONS FROM DOUG AND INITIAL INVESTIGATION OF LTD NOTES (1.8).	2.8	1,330.00
2	5/12/2015	0557-BECKETT J. THOMAS			
2	5/13/2015	0557-BECKETT J. THOMAS	RESPONSE TO INQUIRY REGARDING TAX PLAN.	0.25	118.75
			REVIEW, REVISE, COMMENT AND LOGISTICS REGARDING JOINT MOTION AND NOTICE.	5.6	2,660.00
2	5/14/2015	0557-BECKETT J. THOMAS			
			REVIEW KARL LOUMAN DEPOSITION FOR INFORMATION REGARDING NOTES FROM PARENT.	0.35	166.25
2	5/19/2015	0557-BECKETT J. THOMAS			
2	5/21/2015	0557-BECKETT J. THOMAS	RE-ORGANIZING AND REVIEWING CLOSING DOCUMENTS.	1.5	712.50
			OFFICE CONFERENCES WITH SHANE AND MIKE (.25); CONFERENCE CALL WITH DOUG (1.0); CALL WITH DAVID (.25); ANOTHER CALL WITH DAVID (.80); REVIEW PENDING STIPULATIONS AND ORDER (.50); REVIEW ALL CLOSING DOCUMENTS (2.)	7.5	3,562.50
2	5/27/2015	0557-BECKETT J. THOMAS			
			PREPARE FOR HEARING (2.0); REVIEW AND REVISE PROPOSED ORDER (.50); REVIEW REVISED APA (1.5); STRAIGHTEN OUT RELEASE (1.0); HEARING (1.0); REVIEW AND FINALIZE MODIFIED APA (1.1).	7.1	3,372.50
2	5/28/2015	0557-BECKETT J. THOMAS			
2	5/29/2015	0557-BECKETT J. THOMAS	ASSIST CLOSING WITH DISCUSSIONS ABOUT BANKING GOING FORWARD.	4.2	1,995.00
TOTAL FOR BECKETT J. THOMAS FOR TASK 2				36.15	17,171.25
			EMAIL WITH STEVE ALDER OF DOGM REGARDING RECLAMATION SURETY; EMAIL WITH DAVID LEVANT AND VARIOUS BANKRUPTCY COUNSEL ON MECHANISM FOR DOGM TO SIGN OFF ON APA AND SALE ORDER; INTEROFFICE CONFERENCE REGARDING STATUS OF ALTERNATIVE OFFER AND LOGISTICS FOR DEALING WITH SAME.	0.5	192.50
2	5/4/2015	0596-MALMQUIST MICHAEL J.			
			EMAILS WITH PAT MERRITT; REVIEW FILE TO DETERMINE WHICH BOND COVERS WATER DISPOSAL WELLS; EMAIL WITH DIVISION TO DETERMINE STEPS TO SECURE OPERATOR CHANGE AND REPLACEMENT BONDING; EMAIL WITH DOUG FLANNERY TO DETERMINE CONTINUING AUTHORITY AND LOGISTICS FOR DOGM FORM EXECUTION.	0.75	288.75
2	6/8/2015	0596-MALMQUIST MICHAEL J.			
TOTAL FOR MALMQUIST MICHAEL J. FOR TASK 2				1.25	481.25
			MULTIPLE COMMUNICATIONS WITH TEAM REGARDING STATUS OF ASSET DISTRIBUTION AND RELATED ISSUES.	0.4	122.00
2	5/6/2015	0685-HILLMAN SHANE D.			
			CONFER WITH D. FLANNERY REGARDING INTERCOMPANY LOANS, PAST LITIGATION AND RELATED ISSUES AND REVIEW RELATED DOCUMENTS.	0.6	183.00
2	5/15/2015	0685-HILLMAN SHANE D.			
			(.3 ) CONFER WITH D. FLANNERY REGARDING MARION INTER-COMPANY LOANS AND ACCOUNTING ISSUES; (1.1 ) RESEARCH FOR TRANSCRIPT AND REVIEW TESTIMONY AND OTHER DOCUMENTS REGARDING INTER-COMPANY LOANS; (.7 ) CONFER WITH TEAM REGARDING B.R. ISSUES.	2.1	640.50
2	5/18/2015	0685-HILLMAN SHANE D.			
			(1.2 ) REVIEW AND ANALYZE DEPOSITION TRANSCRIPTS AND RELATED MATERIALS REGARDING INTERCOMPANY LOANS; (.6 ) COMMUNICATIONS WITH D. FLANNERY AND TEAM REGARDING INTERCOMPANY LOANS, ASSET DISPOSITION AND RELATED ISSUES	1.8	549.00
2	5/19/2015	0685-HILLMAN SHANE D.			
			MULTIPLE COMMUNICATIONS REGARDING INTERCOMPANY LOANS AND ACCOUNTING.	0.5	152.50
2	5/20/2015	0685-HILLMAN SHANE D.			
			MULTIPLE COMMUNICATIONS WITH TEAM REGARDING CASTLELAKES APPARENT DECISION TO CREDIT BID AND EFFECTS UPON BANKRUPTCY.	0.8	244.00
2	5/22/2015	0685-HILLMAN SHANE D.			
			MULTIPLE COMMUNICATIONS WITH CLIENT GROUP REGARDING CASTLELAKES DECISION TO CREDIT BID AND EFFECTS UPON DISPOSAL OF ASSETS.	0.8	244.00
2	5/26/2015	0685-HILLMAN SHANE D.			
			STRATEGIZE WITH, AND MULTIPLE CONFERENCES WITH, T. BECKETT, M. MALMQUIST, B. ROTHSCHILD AND D. FLANNERY REGARDING CASTLELAKES CREDIT BID AND ITS EFFECT UPON OPERATIONS AND WIND UP.	1.7	518.50
2	5/27/2015	0685-HILLMAN SHANE D.			
			(1.1) REVIEW FINAL DRAFT OF APA FOR CONFIRMATION BY COURT; (.8 ) MULTIPLE CONFERENCES WITH T. BECKETT REGARDING NECESSARY REVISIONS TO APA, RELEASES, AGREED UPON CONSIDERATION FOR SALE AND RELATED ISSUES; (.7 ) REVIEW VARIOUS DOCUMENTS RELATED TO APA FOR CONSISTENCY AND FORM.	2.6	793.00
2	5/28/2015	0685-HILLMAN SHANE D.			

		TOTAL FOR HILLMAN SHANE D. FOR TASK 2	11.30	3,446.50
2	5/1/2015 0887-ROTHSCHILD BRIAN M.	RESEARCH AND RESPONSES TO QEP FIELD COUNSEL AND RESEARCH REGARDING ASSUMPTION AND ASSIGNMENT OF LEASES RELATIVE TO TCS TRANSACTION (.8); REVIEW REVISED FORM OF PROPOSED ORDER ON ALTERNATIVE TRANSACTION (.4). WORK WITH D. FLANNERY REGARDING CLAIMS THAT NEED TO BE SATISFIED FOR SALES TRANSACTION AND RELATED BANKRUPTCY CODE ANALYSIS.	1.2	318.00
2	5/6/2015 0887-ROTHSCHILD BRIAN M.	WORK WITH D. FLANNERY ON ADMINISTRATIVE CLAIMS ANALYSIS AND ANALYSIS OF SAME FOR MONTHLY OPERATING REPORTS AND TCS SALE.	0.7	185.50
2	5/8/2015 0887-ROTHSCHILD BRIAN M.	CALLS WITH D. FLANNERY REGARDING PREVIOUS COURT ORDER OF AUTOMATIC DISMISSAL (.3); REVIEW COURT ORDER AND ANALYSIS OF SAME FOR CLIENT AND ADVICE REGARDING REQUESTING CONTINUANCE TO PURSUE POTENTIAL ALTERNATIVE PLAN TO ASSET SALE (.5).	0.6	159.00
2	5/11/2015 0887-ROTHSCHILD BRIAN M.		0.8	212.00
2	5/14/2015 0887-ROTHSCHILD BRIAN M.	RESEARCH REGARDING INTERCOMPANY PAYABLE TO MEI AT REQUEST OF TCS FOR POTENTIAL ALTERNATIVE PLAN (1.5); REVIEW BELTNICK DECLARATION (.3); REVIEW JOINT MOTION TO AMEND STIPULATION (.6); PREPARE NOTICE OF SALE AND AND CERTIFICATE OF SERVICE FOR NOTICE AND SERVE MAILING MATRIX (1.0). RESPOND TO INQUIRIES FROM CLIENT REGARDING PROCESS FOR ADJUDICATION OF CLAIMS AND WHETHER IT NEEDS TO BE COMPLETED BEFORE SALE OR ALTERNATIVE REORGANIZATION PROCESS (.7); STRATEGY AND ANALYSIS REGARDING ALTERNATIVE PLAN VERSUS ASSET SALE AND PLANNING FOR CONTINUED CASE ADMINISTRATION POST-SALE (.3).	3.4	901.00
2	5/15/2015 0887-ROTHSCHILD BRIAN M.	WORK OUT CASE SCHEDULE FOR REMAINING CASE GIVEN LIKELY CREDIT BID TRANSACTION; CORRESPONDENCE REGARDING SAME.	1	265.00
2	5/26/2015 0887-ROTHSCHILD BRIAN M.	CONFERENCE CALL WITH CLIENT AND TEAM REGARDING ASSET SALE AND NEXT STEPS (.7); REVIEW FINAL APA AND EXHIBITS (.9).	0.9	238.50
2	5/27/2015 0887-ROTHSCHILD BRIAN M.	FOLLOW UP ON CLOSING (.2); REVIEW CLOSING CERTIFICATES AND OTHER DOCUMENTS (.4).	1.6	424.00
2	5/28/2015 0887-ROTHSCHILD BRIAN M.		0.6	159.00
2	6/11/2015 0887-ROTHSCHILD BRIAN M.	REVIEW DOCUMENTS FOR EXECUTION BY D. FLANNERY RELATING TO ASSET SALE.	0.4	106.00
		TOTAL FOR ROTHSCCHILD BRIAN M. FOR TASK 2	11.20	2,968.00
6	5/7/2015 0596-MALMQUIST MICHAEL J.	REVIEW SWD SUNDRIES AND EMAIL FROM PAT MERRITT REGARDING DOGM REFUSAL TO APPROVE SAME (ASD 6-17 AND 3-17); RESEARCH ORIGINAL UIC PERMIT APPROVAL FOR ASD 3-17 AND BOARD APPROVAL OF ASD 6-17; LEAVE MESSAGE WITH DOGM ATTORNEY REGARDING SAME.	0.75	288.75
6	5/8/2015 0596-MALMQUIST MICHAEL J.	PREPARE FOR AND TELEPHONE CONFERENCE WITH DOGM ATTORNEY REGARDING REFUSAL TO APPROVE SUNDRIES SUBMITTED BY TRATON; FOLLOW UP EMAILS ON SAME.	0.75	288.75
6	5/12/2015 0596-MALMQUIST MICHAEL J.	REVIEW EMAIL FROM DOGM ATTORNEY ON SWD WELL SUNDRIES; EMAIL CORRESPONDENCE WITH BANKRUPTCY COUNSEL AND PAT MERRIT REGARDING SAME; REVIEW STIPULATED ORDER; INTEROFFICE CONFERENCE WITH TOM BECKETT ON LEGAL EFFECT OF SAME; EMAIL TO STEVE ALDER; PREPARE FOR CALL.	1.25	481.25
6	5/13/2015 0596-MALMQUIST MICHAEL J.	EMAIL CORRESPONDENCE WITH MERRIT, LEVANT ET AL., REGARDING DISPOSAL WELL PERMITTING PROBLEMS WITH DOGM; EMAIL AND TELEPHONE CONFERENCE WITH DOGM ATTORNEY REGARDING SAME.	0.75	288.75
6	5/14/2015 0596-MALMQUIST MICHAEL J.	EMAILS WITH TEAM; TELEPHONE CONFERENCES WITH STEVE ALDER REGARDING DISPOSAL WELL PERMITTING ISSUES.	1.25	481.25
6	5/15/2015 0596-MALMQUIST MICHAEL J.	TELEPHONE CONFERENCE AND EMAIL CORRESPONDENCE WITH STEVE ALDER REGARDING DENIAL OF SUNDRIES FOR DISPOSAL WELLS; REVIEW APPLICATIONS AND APPROVALS FOR ASD 3-17 AND 6-17 WITH RESPECT TO SAME; EMAIL CORRESPONDENCE WITH MERRIT, LEVANT, ET AL. REGARDING STRATEGY FOR OBTAINING DOGM APPROVAL OF SUNDRIES AND AVOIDING HELPER ENTANGLEMENT.	2.25	866.25
6	5/19/2015 0596-MALMQUIST MICHAEL J.	REVIEW AND REVISE DRAFT RESPONSE TO DOGM REGARDING SWD SUNDRIES; TELEPHONE CONFERENCE WITH PAT MERRITT REGARDING SAME; FINALIZE AND TRANSMIT TO DOGM ATTORNEY WITH EXPLANATORY NOTE.	1.75	673.75
6	6/11/2015 0596-MALMQUIST MICHAEL J.	TELEPHONE CONFERENCE WITH STEVE ALDER REGARDING SUNDRIES FOR WATER DISPOSAL WELL WORK AND STEPS NEEDED TO GET OPERATION BACK IN NORMAL REGULATORY STATUS WITH DIVISION; EMAILS WITH FLANNERY REGARDING POTENTIAL TO EXPEDITE DOGM FORMS TO EXPEDITE SUNDRY APPROVAL.	0.75	288.75
		TOTAL FOR MALMQUIST MICHAEL J. FOR TASK 6	9.50	3,657.50
6	5/19/2015 0685-HILLMAN SHANE D.	CONFER WITH M. MALMQUIST REGARDING DOGM RELATED ISSUES.	0.3	91.50

6	5/22/2015	0685-HILLMAN SHANE D.	STRATEGIZE AND RESEARCH REGARDING NECESSITY TO KEEP REGISTERED AGENT DESPITE PENDING BANKRUPTCY AND CONFER WITH TEAM REGARDING SAME.	0.9	274.50
6	5/27/2015	0685-HILLMAN SHANE D.	CONFER WITH D. FLANNERY REGARDING OUTSTANDING OPERATIONAL ISSUES; (1.6 ) BEGIN WRAP UP OF ADMINISTRATIVE/OPERATIONAL MATTERS.	0.3	91.50
6	5/29/2015	0685-HILLMAN SHANE D.	CONFER WITH COUNSEL FOR HOA REGARDING UTAH GAS' ASSUMPTION OF OWNERSHIP OF CLEAR CREEK ASSETS, AULT DISPUTE AND REVIEW DOCUMENTS RELATED TO SAME ISSUES.	0.9	274.50
6	6/2/2015	0685-HILLMAN SHANE D.	STRATEGIZE REGARDING OUTSTANDING DOGM AND REPRESENTATION ISSUES AND CONFER WITH M. MALMQUIST REGARDING SAME.	0.6	183.00
<b>TOTAL FOR HILLMAN SHANE D. FOR TASK 6</b>				<b>3.00</b>	<b>915.00</b>
7	5/6/2015	0685-HILLMAN SHANE D.	COMMUNICATIONS WITH D. FLANNERY AND ACCOUNTING DEPARTMENT REGARDING ACCOUNTING AND ADMINISTRATIVE ISSUES.	0.5	152.50
7	5/14/2015	0685-HILLMAN SHANE D.	MULTIPLE COMMUNICATIONS WITH M. DABEL, ACCOUNTING DEPARTMENT AND OTHERS REGARDING CASE ADMINISTRATION AND RELATED ISSUES; REVIEW AND REVISE BILLING MATERIALS.	0.8	244.00
7	5/18/2015	0685-HILLMAN SHANE D.	MULTIPLE COMMUNICATIONS WITH ACCOUNTING DEPARTMENT, B. ROTHSCHILD AND OTHERS REGARDING FEE APPLICATIONS AND RELATED ISSUES.	0.5	152.50
7	5/26/2015	0685-HILLMAN SHANE D.	REVIEW AND REVISE BILLING AND INVOICE MATERIALS, BILLING NARRATIVES AND RELATED MATERIALS AND WORK WITH ACCOUNTING DEPARTMENT.	1.5	457.50
<b>TOTAL FOR HILLMAN SHANE D. FOR TASK 7</b>				<b>3.30</b>	<b>1,006.50</b>
7	5/28/2015	0887-ROTHSCHILD BRIAN M.	FOLLOW UP WITH J. MORGAN AT THE OFFICE OF THE U.S. TRUSTEE REGARDING PAYMENT OF QUARTERLY FEES AND DEBTOR'S FORWARDING ADDRESS, COMMUNICATIONS WITH CLIENT REGARDING SAME AND PAYMENT OF FEES GOING FORWARD.	0.9	238.50
<b>TOTAL FOR ROTHSCHILD BRIAN M. FOR TASK 7</b>				<b>0.90</b>	<b>238.50</b>
11	5/13/2015	0685-HILLMAN SHANE D.	MULTIPLE COMMUNICATIONS WITH D. FLANNERY AND T. BECKETT REGARDING FEE APP AND RELATED ISSUES; CONFER WITH ACCOUNTING REGARDING STATUS AND FORMATTING OFF BILLING INVOICES.	0.5	152.50
11	6/17/2015	0685-HILLMAN SHANE D.	(.4 ) MULTIPLE COMMUNICATIONS WITH D. FLANNERY AND BR TEAM REGARDING FINAL ACCOUNTING, FEE APPLICATIONS AND RELATED ISSUES; (.8 ) REVIEW AND REVISE BILLING NARRATIVES AND RELATED MATERIALS.	1.2	366.00
11	6/22/2015	0685-HILLMAN SHANE D.	MULTIPLE COMMUNICATIONS WITH D. FLANNERY REGARDING NEED TO REGISTERED AGENT AND STATUS OF MARION ENTITY; RESEARCH REGARDING MARION STATUS AND NECESSITY TO MAINTAIN REGISTERED AGENT.	0.8	244.00
11	6/29/2015	0685-HILLMAN SHANE D.	STRATEGIZE WITH T. BECKETT AND B. ROTHSCHILD REGARDING PREPARATION OF FEE APP, ACCOUNTING AND RELATED ISSUES AND COORDINATE WITH ACCOUNTING.	0.4	122.00
11	7/9/2015	0685-HILLMAN SHANE D.	REVIEW AND REVISE BILLING STATEMENTS AND COORDINATE CHANGES THERETO AND PRODUCTION OF REPORTS.	0.8	244
11	7/23/2015	0685-HILLMAN SHANE D.	COMMUNICATIONS WITH D. FLANNERY REGARDING OPERATIONAL AND WIND UP ISSUES; STRATEGIZE WITH TEAM REGARDING SAME; RESEARCH REGARDING TEXAS WIND-UP STATUTES AND REGULATIONS.	1.1	335.5
<b>TOTAL FOR HILLMAN SHANE D. FOR TASK 11</b>				<b>4.80</b>	<b>1464.00</b>
11	5/8/2015	0887-ROTHSCHILD BRIAN M.	PREPARE DESCRIPTIONS OF WORK PERFORMED IN EACH TASK CODE FOR OCTOBER THROUGH JANUARY FEE APPLICATION.	1.2	318.00
11	5/14/2015	0887-ROTHSCHILD BRIAN M.	WORK WITH M. DABEL TO PRODUCE FEE APP BREAKDOWNS BY TIMEKEEPER AND TASK CODE.	0.6	159.00
11	6/3/2015	0887-ROTHSCHILD BRIAN M.	WORK ON EXHIBITS TO EMPLOYMENT APPLICATION FOR FIRST COMPENSATION PERIOD.	0.8	212.00
11	6/10/2015	0887-ROTHSCHILD BRIAN M.	EXTENSIVE WORK TO PREPARE AND REVISE FEE APPLICATIONS AND EXHIBITS.	2	530.00
11	6/16/2015	0887-ROTHSCHILD BRIAN M.	SUPERVISING TURNING OF FEE APPLICATION BY PARALEGAL M. DABEL AND WORD PROCESSING.	0.2	53.00
11	6/22/2015	0887-ROTHSCHILD BRIAN M.	PREPARE FEE APPLICATION FOR CASE OPENING THROUGH JANUARY 31, 2015., INCLUDING EXHIBITS, PROPOSED ORDER, TASK CODE DESCRIPTIONS, FEE NARRATIVES, AND US TRUSTEE GUIDELINES COMPLIANCE STATEMENT.	4.6	1,219.00
11	6/23/2015	0887-ROTHSCHILD BRIAN M.	PREPARE FEE APPLICATION TASK CODE NARRATIVES (1.5); WORK WITH ACCOUNTING TO CREATE TIME AND EXPENSE DETAIL FOR FEE APPLICATION FOR FIRST COMPENSATION PERIOD (.6).	2.1	556.50
11	7/1/2015	0887-ROTHSCHILD BRIAN M.	WORK WITH M. PFEIFFER REGARDING FEE APPLICATION FOR SECOND COMPENSATION PERIOD.	0.3	79.5
11	7/13/2015	0887-ROTHSCHILD BRIAN M.	PREPARE AND REVISE FIRST AND SECOND FEE APPLICATIONS.	1.9	503.5

11	7/17/2015	0887-ROTHSCHILD BRIAN M.	PREPARE AND REVISE FIRST AND SECOND PERIOD FEE APPLICATIONS (1.7); PREPARE TABLE OF INVOICES, FEES AND EXPENSES, AND PAYMENTS RECEIVED (.9); REVIEW ORDER APPROVING RETENTION APPLICATION AND REVISE FEE APPLICATION ACCORDINGLY (.4).	3	795
11	7/27/2015	0887-ROTHSCHILD BRIAN M.	PREPARE AND REVISE DECLARATION AND CERTIFICATIONS FOR FEE APPLICATIONS (1.0); REVISE AND SIMPLIFY CHART OF INVOICES AND PAYMENTS (.4); WORK ON RECONCILING EXPENSES AND FEE ENTRIES (.5).	1.9	503.5
<b>TOTAL FOR ROTHSCCHILD BRIAN M. FOR TASK 11</b>				<b>18.60</b>	<b>4929.00</b>
11	5/8/2015	7003-DABEL MARIANNE J.	CONFERENCES WITH B. ROTHSCCHILD, WORD PROCESSING AND ACCOUNTING REGARDING PREPARING FEE APPLICATION.	1.2	192.00
11	5/14/2015	7003-DABEL MARIANNE J.	INTER OFFICE CONFERENCE AND EMAIL EXCHANGE WITH ATTORNEYS REGARDING FEE APPLICATION.	0.2	32.00
11	5/18/2015	7003-DABEL MARIANNE J.	COMMUNICATIONS WITH ACCOUNTING REGARDING DETAILS FOR FEE APPLICATION; REVIEW ACCOUNTING SPREADSHEET.	0.3	48.00
11	5/19/2015	7003-DABEL MARIANNE J.	REVIEW ACCOUNTING SPREADSHEET FOR FEE APPLICATION DETAILS.	0.2	32.00
11	5/28/2015	7003-DABEL MARIANNE J.	REVIEW DRAFT FEE APPLICATION.	0.1	16.00
11	6/8/2015	7003-DABEL MARIANNE J.	CONFERENCE WITH B. ROTHSCCHILD REGARDING FEE APPLICATION; REVIEW ACCOUNTING RECORDS FOR FEE APPLICATION DETAILS.	0.3	48.00
11	6/11/2015	7003-DABEL MARIANNE J.	CONFERENCE WITH K. POLLEI REGARDING COMPILING ACCOUNTING INFORMATION FOR FEE APPLICATION; REVIEW ACCOUNTING RECORDS AND REVISE AND UPDATE FEE APPLICATION.	0.8	128.00
11	6/15/2015	7003-DABEL MARIANNE J.	CONFERENCE WITH WORD PROCESSOR REGARDING PREPARATION FOR FEE APPLICATION.	0.1	16.00
11	6/16/2015	7003-DABEL MARIANNE J.	REVIEW ACCOUNTING INFORMATION AND REVISE AND UPDATE INFORMATION ON FEE APPLICATION; CONFERENCE WITH B. ROTHSCCHILD REGARDING SAME.	2.2	352.00
11	6/17/2015	7003-DABEL MARIANNE J.	REVIEW ACCOUNTING RECORDS AND REVISE AND UPDATE FEE APPLICATION.	1.2	192.00
<b>TOTAL FOR DABEL MARIANNE J. FOR TASK 11</b>				<b>6.60</b>	<b>1,056.00</b>
11	6/30/2015	7193-PEIFFER MELINDA L.	INTEROFFICE CONFERENCE WITH BRIAN M. ROTHSCCHILD REGARDING PROJECT DETAILS; DRAFT PBL FEE APPLICATION DURING THE FOLLOWING COMPENSATION PERIOD (FEB. 1, 2015 - MAY 31, 2015) IN PREPARATION FOR CASE ATTORNEY REVIEW AND FILING.	1.5	172.50
11	7/1/2015	7193-PEIFFER MELINDA L.	BEGIN DRAFTING PBL FEE APPLICATION FOR DESIGNATED COMPENSATION PERIOD IN PREPARATION FOR CASE ATTORNEY REVIEW AND FILING.	1.8	207
11	7/6/2015	7193-PEIFFER MELINDA L.	COORDINATE WITH ACCOUNTING DEPARTMENT TO GENERATE SUMMARY OF TIME BILLED DURING DESIGNATED COMPENSATION PERIOD TO UPDATE FIRST INTERIM APPLICATION OF PBL, COUNSEL TO THE DEBTOR, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES; REVIEW COMPILED BILLABLE TIME SUMMARIZED IN REPORT PROVIDED BY ACCOUNTING CLERK; CALCULATE AND INPUT NEW VALUES INTO FEE APPLICATION CHART BY TIMEKEEPER, TASK CODE SUMMARY, TASK CODE CATEGORIES: ASSET DISPOSITION, ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS, BUSINESS OPERATIONS, CASE ADMINISTRATION, EMPLOYMENT AND FEE APPLICATIONS, FINANCING AND CASH COLLATERAL, LITIGATION, MEETINGS AND COMMUNICATIONS WITH CREDITORS, REPORTING, AND EXPENSES PURSUANT TO CASE ATTORNEY REQUEST.	4.7	540.5
11	7/14/2015	7193-PEIFFER MELINDA L.	INTEROFFICE CONFERENCE WITH BRIAN ROTHSCCHILD REGARDING PROJECT DETAILS FOR EXISTING FEE APPLICATION AND CREATION OF ADDITIONAL APPLICATION FOR COMPENSATION PERIODS BETWEEN OCT. 31, 2014 THROUGH JAN. 31, 2015, AND FEB. 1, 2015 THROUGH MAY 31, 2015; OBTAIN AND REVIEW TIME CARD DETAILS FOR BILLABLE TIMES DURING COMPENSATION PERIODS; CREATE NEW DRAFT APPLICATION AND DUPLICATE FORMATTING OF EXISTING EXAMPLE AND MODIFY WITH UPDATED INFORMATION; TELEPHONE CONFERENCE WITH ACCOUNTING TO GENERATE AND OBTAIN UPDATED EXPENSE REPORTS FOR DESIGNATED TIME PERIODS.	3.9	448.5
11	7/15/2015	7193-PEIFFER MELINDA L.	CONTINUE DRAFTING PBL FEE APPLICATION AND EXHIBITS FOR COMPENSATION PERIOD (FEB. 1 - MAY 31, 2015); REVIEW TIME CARD DETAIL REPORTS AND INPUT DATA INTO CORRESPONDING CHARTS ORGANIZED BY TASK CODE; CALCULATE BLENDED HOURLY RATE; UPDATE ORDER; CONVERT REPORTS GENERATED BY ACCOUNTING INTO FORMATS COMPATIBLE WITH E-FILED AND SUBMISSION TO COURT.	2.4	276
11	7/17/2015	7193-PEIFFER MELINDA L.	COMPILE AND CREATE COMPREHENSIVE CHART OF INVOICES, BILLS, PAYMENTS, AND OUTSTANDING AMOUNTS OWED PURSUANT TO BRIAN ROTHSCCHILD REQUEST.	0.7	80.5
11	7/24/2015	7193-PEIFFER MELINDA L.	MODIFY AND UPDATE PBL FEE APPLICATIONS FOR THE FIRST AND SECOND COMPENSATION PERIODS TO REFLECT DETAIL TIME CARD ENTRIES AND EXPENSE REPORTS IN PREPARATION FOR CASE ATTORNEY REVIEW PRIOR TO FILING.	5.3	609.5

11	7/25/2015	7193-PEIFFER MELINDA L.	REVIEW AND UPDATE PBL FEE APPLICATIONS FOR THE FIRST AND SECOND COMPENSATION PERIODS TO REFLECT DETAIL TIME CARD ENTRIES AND EXPENSE REPORTS IN PREPARATION FOR CASE ATTORNEY REVIEW PRIOR TO FILING.	4.8	552
11	7/27/2015	7193-PEIFFER MELINDA L.	INTEROFFICE CONFERENCES WITH , KEVIN POLLEI, BRIAN ROTHSCCHILD AND TOM BECKETT REGARDING ACCOUNTING EXPENSE REPORT ISSUES; FINALIZE PBL FEE APPLICATIONS FOR BOTH COMPENSATION PERIODS AND SUBMIT TO CASE ATTORNEYS FOR REVIEW AND FINAL REVISIONS BEFORE FILING.	3.1	356.5
<b>TOTAL FOR PEIFFER MELINDA L. FOR TASK 11</b>				<b>28.20</b>	<b>3243.00</b>
12	7/16/2015	0887-ROTHSCCHILD BRIAN M.	INTERFACE WITH ACCOUNTING TO GET INFORMATION ON INVOICED AMOUNTS AND PAYMENTS RECEIVED; CHART SAME FOR FEE APPLICATIONS.	1.2	318
<b>TOTAL FOR ROTHSCCHILD BRIAN M. FOR TASK 20</b>				<b>1.20</b>	<b>318.00</b>
20	5/6/2015	0887-ROTHSCCHILD BRIAN M.	REVIEW PROOFS OF CLAIM TO PREPARE MONTHLY OPERATING REPORT (.3). WORK WITH D. FLANNERY ON REVISIONS TO PAST MONTHLY OPERATING REPORTS (1.0); ANALYSIS OF ADMINISTRATIVE CLAIMS IN CONNECTION WITH SAME (.2); CORRESPONDENCE WITH U.S. TRUSTEE REGARDING STATUS OF MONTHLY OPERATING REPORTS (.2).	0.3	79.50
20	5/6/2015	0887-ROTHSCCHILD BRIAN M.		1.4	371.00
20	5/11/2015	0887-ROTHSCCHILD BRIAN M.	REVIEW AND REVISE MONTHLY OPERATING REPORT; FILE SAME.	0.5	132.50
<b>TOTAL FOR ROTHSCCHILD BRIAN M. FOR TASK 20</b>				<b>2.20</b>	<b>583.00</b>
<b>TOTAL FOR ALL TASKS</b>				<b>138.20</b>	<b>41,477.50</b>

**Exhibit C**

**Expense Detail**

CostCode	Worked Amount	Billed Amount	Description
010	261.30	261.30	PHOTOCOPIES
020	108.95	108.95	POSTAGE
062	3.00	3.60	PACER COURT DOCKET
TOTAL	373.25	373.85	